

If you are in doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Technovator International Limited, you should at once hand this supplemental circular, together with the accompanying revised form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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TECHNOVATOR INTERNATIONAL LIMITED

同方泰德國際科技有限公司*

(incorporated in Singapore with limited liability)

(Stock Code: 1206)

SUPPLEMENTAL CIRCULAR PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular issued by the Company to the Shareholders dated 30 April 2025.

A supplemental notice convening the annual general meeting to be held at Level 17, Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Hong Kong at 3:00 p.m. on Tuesday, 17 June 2025 is being despatched to the Shareholders together with this supplemental circular.

Whether or not you are able to attend the meeting in person, you are requested to complete the accompanying Revised Proxy Form in accordance with the instructions printed thereon as soon as possible and deposit the same with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the meeting or any adjournment thereof. Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Level 17, Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Hong Kong at 3:00 p.m. on Tuesday, 17 June 2025 or any adjournment thereof
“Board”	the board of Directors
“Company”	Technovator International Limited (formerly known as Technovator Int Private Ltd. and Technovator Int Limited), a limited liability company incorporated in Singapore and the issued Shares of which are listed on the Stock Exchange
“Constitution”	the constitution of the Company adopted on 16 June 2022 and as amended from time to time
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	10 May 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Revised Proxy Form”	the revised form of proxy for the AGM dated 13 May 2025 accompanying this supplemental circular
“Share(s)”	ordinary share(s) in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares

DEFINITIONS

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent.

In this circular, unless the context otherwise requires, the terms “associate”, “close associate”, “connected person”, “core connected person”, “connected transaction”, “subsidiary”, “substantial shareholder” and “treasury Shares” shall have the meanings given to such terms in the Listing Rules.



TECHNOVATOR INTERNATIONAL LIMITED

同方泰德國際科技有限公司*

(incorporated in Singapore with limited liability)

(Stock Code: 1206)

Executive Directors:

Mr. Zhao Xiaobo (*Chief Executive Officer*)

Mr. Qin Bing

Non-executive Directors:

Mr. Li Chengfu (*Chairman*)

Mr. Zeng Xuejie

Ms. Zhang Yanhua

Independent non-executive Directors:

Ms. Lu Yao

Mr. Chia Yew Boon

Mr. Fan Ren Da Anthony

Registered office:

9 Raffles Place

#26-01 Republic Plaza

Singapore 048619

*Principal place of business
in Hong Kong:*

Level 17

Silvercord Tower 2

30 Canton Road

Tsim Sha Tsui

Hong Kong

13 May 2025

Dear Shareholders,

**SUPPLEMENTAL CIRCULAR
PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

References are made to the Company's circular (the "**Original Circular**") and notice of AGM (the "**Original Notice**") dated 30 April 2025, which set out the time and venue of the AGM and contains the resolutions to be put forward at the AGM for Shareholders' consideration and approval.

The purpose of this supplemental circular is to provide you with further information in respect of the resolution to be proposed at the AGM for the appointment of an independent non-executive Director and to give you a supplemental notice of the AGM and the Revised Proxy Form.

* For identification purpose only

LETTER FROM THE BOARD

PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Pursuant to Article 106 of the Constitution, the Board has resolved to propose at the AGM the appointment of Dr. Li Xuejin (李學金) (“**Dr. Li**”) as an independent non-executive Director (the “**Proposed Appointment**”) to fill in the vacancy following the retirement of Dr. Fan Ren Da Anthony. The Board also proposes at the AGM the authorization to the Board to fix the remuneration of Dr. Li.

The Nomination Committee has taken into account the criteria including but not limited to experience and expertise and the objective criteria (including but not limited to, gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out in the board diversity policy of the Company. The Board notes that Dr. Li has extensive experience in fields and professions that are relevant to the Company’s business development. His education, background, experience and practice allow him to provide valuable and relevant insights and contribute to the diversity of the Board. Additionally, the Nomination Committee and the Board have also assessed and are satisfied of the independence of Dr. Li with reference to the criteria set out in Rule 3.13 of the Listing Rules. The Board considers that the appointment of Dr. Li as independent non-executive Directors is in the best interests of the Company and Shareholders as a whole.

The biographical details of Dr. Li are set out below:

Dr. LI Xuejin (李學金), aged 58, has been the associate vice president and the director of the research office at The Chinese University of Hong Kong, Shenzhen (香港中文大學(深圳)), and serves as the Director of the Shenzhen Key Laboratory of Sensor Technology (深圳市傳感器技術重點實驗室主任) and the Shenzhen Engineering Laboratory of Optical Fiber Sensor Networks (深圳光纖傳感網工程技術實驗室主任).

Dr. Li has extensive academic and professional experience in the fields of sensor technology and optical fiber sensing technology. From July 1991 to November 1994, Dr. Li worked as an engineer at the Institute of Nuclear Technology, Shenzhen University (深圳大學核技術研究所). From November 1994 to October 1997, Dr. Li served as the laboratory director and a lecturer in the Department of Applied Physics, Shenzhen University (深圳大學應用物理系). From October 1997 to July 2002, Dr. Li was the director, a lecturer, and an associate professor at the Experiment Center, College of Science, Shenzhen University (深圳大學理學院實驗中心). From July 2002 to September 2006, Dr. Li served as the deputy director of the Personnel Department (深圳大學人事處), an associate professor, and then a professor at Shenzhen University. From September 2006 to February 2014, Dr. Li held the position of the director, a professor, and a doctoral supervisor of the Scientific Research Department, Shenzhen University (深圳大學科研處).

Dr. Li obtained a doctorate in physical electronics (物理電子學) from Tianjin University (天津大學) in August 2005, a master’s degree in microelectronics technology and semiconductor devices (微電子技術與半導體器件) and a bachelor’s degree in physics from Heilongjiang University (黑龍江大學) in the People’s Republic of China in June 1991 and in June 1988, respectively. He also completed advanced research as a visiting scholar at the Hong Kong University of Science and Technology and pursued English studies at Brunel University in the United Kingdom.

LETTER FROM THE BOARD

Dr. Li also holds numerous honorary and leadership positions, including Honorary President of the Shenzhen Intelligent Technology and Application Association (深圳智能技術與應用協會名譽會長), Chairman of the Guangdong Sensor Technology Industry-University-Research Alliance (廣東省傳感器技術產學研聯盟理事長), Vice Chairman of the Guangdong Measurement and Control Technology and Equipment Application Promotion Association (廣東省測量控制技術與裝備應用促進會副會長), and Vice Chairman of the Shenzhen Instrument and Automation Industry Association (深圳市儀器儀錶與自動化行業協會副會長). He is also a standing council member of various prestigious organizations, including the Chinese Society for Micro-Nano Devices and Systems Technology (中國儀器儀錶學會微納器件與系統技術學會常務理事), the Guangdong Instrument and Control Society (廣東省儀器儀錶學會常務理事), the Shenzhen Micronano Society (深圳微米納米學會常務理事), and the Shenzhen Optical Society (深圳市光學學會常務理事).

Dr. Li has received numerous awards in recognition of his contributions, including the Shenzhen Science and Technology Innovation Award (深圳市科技創新獎, 2009), the Shenzhen Natural Science Second Prize (深圳市自然科學二等獎, 2019), and the Guangdong Science and Technology Third Prize (廣東省科學技術三等獎, 2010). He has also been honored with titles such as Outstanding Teacher of Shenzhen (深圳市優秀教師), Outstanding Educator of Shenzhen (深圳市優秀教育工作者), Advanced Worker in the Management of National Natural Science Foundation Projects (國家自然科學基金管理先進工作者), and Advanced Worker in the Management of Guangdong Natural Science Foundation Projects (廣東省自然科學基金管理工作先進工作者).

Dr. Li has confirmed that he meets the independence criteria with reference to the factors set out in Rule 3.13 of the Listing Rules. Dr. Li has also confirmed that he has no past or present financial or other interest in the business of the Group and has no connection with any core connected person (as defined in the Listing Rules) of the Group, and that there are no other factors that may affect his independence.

Dr. Li will enter into a service contract with the Company for an initial term of one year commencing from the date of the AGM and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. Dr. Li will be entitled to a Director's fee of HK\$320,000 per annum, which was recommended by the Remuneration Committee and has been determined with reference to the prevailing market conditions, his qualification and level of experience, and his role and responsibilities in the Group, subject to review by the Board and the Remuneration Committee from time to time.

As at the Latest Practicable Date, save as disclosed above, Dr. Li (a) does not hold any directorships in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date; (b) does not hold any other position with the Company and other members of the Group; (c) does not hold any other major appointments and professional qualifications; (d) does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company; and (e) does not have any interest in the shares of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

LETTER FROM THE BOARD

As at the Latest Practicable Date, save as disclosed above, Dr. Li has confirmed that there is no further information required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters relating to the appointment of Dr. Li that need to be brought to the attention of the Shareholders.

The resolution in relation to the proposed appointment of Dr. Li as an independent non-executive Director will be submitted to the AGM for consideration and approval by the Shareholders by way of ordinary resolution.

THE ANNUAL GENERAL MEETING

A supplemental notice of the AGM to be held as originally scheduled at Level 17, Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Hong Kong at 3:00 p.m. on Tuesday, 17 June 2025 is being despatched to the Shareholders together with this supplemental circular.

Please refer to the Original Circular and Original Notice for details of the other resolutions to be proposed at the AGM, eligibility for attending the AGM, appointment of proxy, registration procedures, closure of register of members and other relevant matters.

A Revised Proxy Form for use at the AGM is enclosed herewith. If you are not able to attend and/or vote at the AGM in person, you are requested to complete the Revised Proxy Form and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the Revised Proxy Form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Shareholders who have not completed and returned the form of proxy enclosed with the Original Circular dated 30 April 2025 (the "**Original Proxy Form**") are required to complete and return the Revised Proxy Form. Under such circumstances, they are not required to return the Original Proxy Form.

Shareholders who have completed and duly returned the Original Proxy Form must pay attention to the followings:

- (a) if the Revised Proxy Form is not completed and duly returned, or if the Revised Proxy Form is returned later than 48 hours before the time stipulated for convening the AGM, and the Original Proxy Form has been correctly completed and returned, then the Original Proxy Form will be deemed as the valid form of proxy returned by you. The proxy appointed by you under such proxy will be entitled to vote at his discretion or abstain from voting on the supplemental resolution duly submitted to the AGM according to this supplemental circular; and

LETTER FROM THE BOARD

- (b) if the Revised Proxy Form is completed and returned not less than 48 hours before the time stipulated for convening the AGM, then the Revised Proxy Form will supersede and replace the Original Proxy Form previously returned by you. The Revised Proxy Form, if correctly completed, will be deemed to be the valid form of proxy returned by you.

VOTING BY POLL AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules and Article 70 of the Constitution, all votes of the Shareholders at the Annual General Meeting must be taken by poll.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

RECOMMENDATION

The Board considers that the appointment of independent non-executive Director are all in the best interests of the Company and the Shareholders. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolution to be proposed at the AGM.

Yours faithfully,
For and on behalf of the Board of
Technovator International Limited
Li Chengfu
Chairman



TECHNOVATOR INTERNATIONAL LIMITED

同方泰德國際科技有限公司*

(incorporated in Singapore with limited liability)

(Stock Code: 1206)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “AGM”) of Technovator International Limited (the “Company”) dated 30 April 2025 (the “Original Notice”) which sets out the time and the venue of the AGM and contains resolutions to be proposed at the AGM for shareholders’ approval. Unless otherwise defined herein, capitalized terms used in this supplemental notice shall have the same meaning as defined in the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT the AGM will be held as originally scheduled at Level 17, Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Hong Kong at 3:00 p.m. on Tuesday, 17 June 2025. In addition to the resolutions set out in the Original Notice, the AGM will be held to consider and, if thought fit, to pass the following resolution:

ORDINARY RESOLUTION

12. To appoint Dr. Li Xuejin as an independent non-executive Director.

Apart from the amendment set out above, all the information contained in the Original Notice shall remain valid and effective.

For and on behalf of the Board of
Technovator International Limited
Li Chengfu
Chairman

Hong Kong, 13 May 2025

As at the date of this notice, the executive directors of the Company are Mr. Zhao Xiaobo and Mr. Qin Bing; the non-executive directors of the Company are Mr. Li Chengfu, Mr. Zeng Xuejie and Ms. Zhang Yanhua; and the independent non-executive directors of the Company are Ms. Lu Yao, Mr. Chia Yew Boon and Mr. Fan Ren Da Anthony.

* For identification purpose only

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Registered office:

9 Raffles Place
#26-01 Republic Plaza
Singapore 048619

Principal place of business in Hong Kong:

Level 17
Silvercord Tower 2
30 Canton Road
Tsim Sha Tsui
Hong Kong

Notes:

1. Details of the above resolution are set out in the supplemental circular of the Company dated 13 May 2025 (the “**Supplemental Circular**”). Save for the inclusion of the newly proposed resolution, there are no other changes to the resolutions set out in the Original Notice. Please refer to the Original Notice and the circular of the Company for the AGM dated 30 April 2025 (the “**Original Circular**”) for details of the other resolutions to be passed at the AGM and other relevant matters.
2. Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
3. A revised form of proxy (the “**Revised Proxy Form**”) in respect of the above resolution has been enclosed with the Supplemental Circular. Shareholders who have not completed and returned the form of proxy enclosed with the Original Circular (the “**Original Proxy Form**”) are required to complete and return the Revised Proxy Form. Under such circumstances, they are not required to return the Original Proxy Form.
4. Shareholders who have completed and duly returned the Original Proxy Form must pay attention to the followings:
 - (a) if the Revised Proxy Form is not completed and duly returned, or if the Revised Proxy Form is returned later than 48 hours before the time stipulated for convening the AGM, and the Original Proxy Form has been correctly completed and returned, then the Original Proxy Form will be deemed as the valid form of proxy returned by you. The proxy appointed by you under such proxy will be entitled to vote at his discretion or abstain from voting on the supplemental resolution duly submitted to the AGM according to this supplemental circular; and
 - (b) if the Revised Proxy Form is completed and returned not less than 48 hours before the time stipulated for convening the AGM, then the Revised Proxy Form will supersede and replace the Original Proxy Form previously returned by you. The Revised Proxy Form, if correctly completed, will be deemed to be the valid form of proxy returned by you.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

5. In order to determine the entitlement to attend and vote at the annual general meeting, the transfer books and register of members of the Company will be closed from Thursday, 12 June 2025 to Tuesday, 17 June 2025, both days inclusive, during which period no transfer of shares in the Company will be effected. In order to be eligible to attend and vote at the meeting, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 11 June 2025.
6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
8. References to time and dates in this notice are to Hong Kong time and dates.